

**1. Treating the three bridges crossing the Potomac (George Mason, Rochambeau & Arland Williams) as one facility:**

- a) How many vehicles are entering and leaving the District during each peak period?**
- b) What is the ratio of vehicles entering to those leaving during-**
  - i. AM Peak Period?**
  - ii. PM Peak Period?**

VDOT traffic counts on the three bridges indicate that about 237,000 vehicles on an average weekday cross the Potomac. Based on peak hour factors and hourly count information, it is estimated that more than 9,300 vehicles are entering northbound during an AM peak hour. Likewise, during a PM peak hour more than 9,300 vehicles are exiting southbound. Peak periods last for approximately three hours during the AM northbound commute and the PM southbound commute. During those peak periods about 26,600 total vehicles are entering northbound during the AM peak period while about 27,200 vehicles are exiting southbound during the PM peak period.

The ratio of vehicles entering versus exiting the District during the AM period is approximately 3:1 while the ratio of vehicles exiting versus entering the District during the PM peak period is approximately 4:1.

**2. Based on projected volumes, what kind of backup do you predict during the AM peak period and peak hour?**

- a) How long in distance?**
  - i. Would the backup be long enough to impede exits to Northern Virginia?**
- b) How much delay in time from the point where the back up begins until a vehicle enters DC?**
- c) How would these backups impact the willingness of LOV drivers to pay for the use of the HOT facility?**

**3. Based on projected volumes, would there be additional backups within the District to access this facility during the PM peak period and peak hour?**

- a) How much longer in distance?**
- b) How much more delay?**
- c) Would these backups or delays impact the willingness of LOV drivers to pay for the use of the HOT facility?**

**RESPONSE TO QUESTIONS 2 & 3**

These questions relate specifically to potential operating impacts at the extreme northern end of the HOV/HOT Lanes moving to and from Washington, DC. The team recognizes this as an important issue to be

addressed in the planning and development of the HOV/HOT project. However, at this point, only preliminary traffic and revenue analyses have been performed. Much more detailed evaluation, including micro-simulation of operating conditions will be performed prior to project financing and, of course, deployment.

The team recognizes the significance of this issue and is committed to do the analyses necessary to minimize traffic impacts at the northern end of the facility and the immediate downtown street system connecting with I-395. Our more detailed analyses will include development of sophisticated micro-simulation models, which would include estimates of queuing and operating impacts in both travel directions during both peak periods.

The key factor to determine the operational impacts will be the extent to which the modified operation of the HOV/HOT Lanes would act to add additional traffic (across all lanes) to the I-395 crossing the Potomac. While some additional traffic may occur, preliminary analyses suggest this would be a relatively small amount, with most of the additional LOV users in the HOV/HOT Lanes will be coming from the congested General Purpose lanes. There are relatively few alternative routes at the northern end of I-395.

Traffic growth in the region over time may result in increased usage of the HOV/HOT lanes. In our preliminary traffic analysis we have applied toll rate increases in the future to continue to manage this potential growth.

The situation is not unlike the 91 Express Lanes in Orange County, California, where peak eastbound traffic empties into a congested bottleneck location in adjacent Riverside County. The Managed Lanes on SR 91 are very heavily used, in fact the highest traffic and revenue for the facility occurs during an eastbound PM peak period when traffic dumps into the bottleneck location. That project, for which WSA performed all original traffic and revenue studies, has clearly demonstrated the ability of pricing to manage demand even under the most congested circumstances including downstream traffic constraints. The 95 Express team will utilize this proven experience to provide the highest level of service to the I-95/395 commuters.

Our project would make use of highly focused Variable Pricing toll rate structure with an automatically applied Dynamic Pricing process as a backup. Both are designed specifically to minimize backups on the HOV/HOT Lanes to the maximum extent possible. As a result, any impacts to traffic using local ramps in Northern Virginia should also be minimized.

As a means of addressing the potential for additional backups within the District, our team has chosen not to wait and see what happens but have included \$15 million for the purpose of addressing this specific condition. At this time our concept is to provide 3-lanes across the existing HOV bridge (Rochambeau Bridge), which would then tie into a new proposed flyover ramp, directly into DC. This provides 33% more capacity to handle the traffic that would leave the congested General Purpose lanes and choose to pay to use the HOT Lanes. We look forward to continuing to work with VDOT and DCDOT to refine this fully funded concept.

**4. What does each proposal assume about non-HOV/HOT vehicles that now enter the Rochambeau Bridge from the Eads Street ramp?**

- a) If the center span is made strictly HOV/HOT lanes, what are the operational implications for general purpose traffic on the other two bridge spans?**

Our proposal assumes that low-occupancy vehicles (LOV) entering or exiting ramps to and from the east at Eads Street would be required to pay a toll. Our study shows these volumes represent only a relatively small proportion of toll vehicles over the entire length of the I-395/95 corridor, and is not critical from a revenue standpoint. However, it is extremely important from a demand management standpoint, including minimization of the traffic backups in the District of Columbia, as described in Questions 2 and 3 above. The allowance of free low-occupancy vehicles (LOV) to use this interchange for access to the Rochambeau Bridge would interfere with the ability of pricing to effectively manage demand on the bridge.

**Without confining ourselves to the existing configuration and operation of the Rochambeau Bridge:**

**5. How will your proposal interface with the local roadway network in DC? What kind of traffic implications will each proposal have on the DC street network?**

- a) If the Rochambeau Bridge is limited to HOV/HOT traffic, what impact will that have on the District traffic during the PM peak hour?**
- b) Have the two teams considered the structural condition of the Rochambeau Bridge and its two adjoining spans? If so, what are their conclusions?**

The 95 Express team will perform a detailed study of all these conditions as part of a Comprehensive Agreement with VDOT. As described in questions 2 and 3 above, we have included \$15 million to address traffic entering from Virginia into DC. Our proposed concept would provide a new ramp network to bring proposed traffic into the city, thus providing three options for doing so – the I-395 ramp, the 14<sup>th</sup> Street ramp and our proposed flyover ramp. This would help to balance out the traffic across the 3 ramps with a resulting benefit to the amount of traffic on any one ramp.

The Rochambeau Bridge will function in the PM peak as it does today. It will be open to all but LOV commuters who choose not to pay to use the HOT Lanes in Virginia who will have to exit and use the General Purpose lanes prior to the HOT Lanes.

At this time no specific structural analysis of the Rochambeau Bridge or its two adjoining structures was conducted as part of this HOT Lanes proposal.

### FINANCIAL EVALUATION QUESTIONS

**1. *Projected traffic by year, by rate, by time of day, by segment.***

From our preliminary traffic analysis, we provided the per year traffic projections in our detailed proposal. Attached is the detailed information for the year 2020 showing the traffic volumes. From 2020 to 2047 we escalated the traffic volumes 2.5% per year.

# 2020 Traffic Estimates (In Thousands) on I-95 Managed Lanes

		Southbound				Northbound				
		3 Hours PM Peak Period	2 Hours PM Shoulder Period	2 Hours Off Peak Period	Daily	Daily	3 Hours AM Peak Period	1 Hour AM Shoulder Period	2 Hours Off Peak Period	
D.C.	HOV Bridge	7.0	7.0	6.8	20.8	20.8	7.0	7.0	6.8	HOV Bridge
	Entrance	4.8	4.8	4.9	14.5	16.7	6.0	5.8	4.9	Exit
	Exit	5.1	5.0	5.0	15.1	17.0	6.1	5.9	5.0	Entrance
	Exit	5.1	5.0	5.0	15.1	12.7	3.9	3.8	5.0	Entrance
	Entrance	8.9	8.0	7.0	23.9	24.2	9.3	7.9	7.0	Exit
	↕	8.1	7.4	6.4	21.9	21.2	8.1	6.7	6.4	↕
	Entrance	7.4	6.8	5.4	19.6	18.0	6.8	5.7	5.5	Exit
	Exit	6.9	6.2	4.5	17.6	14.1	5.2	4.4	4.5	Entrance
	Mainline	10.5	8.8	4.5	23.8	22.7	10.1	8.1	4.5	Mainline
I-495	Entrance	4.0	2.7	1.9	8.5	7.5	3.9	1.3	2.2	Exit
	Exit	15.3	10.2	7.2	32.7	28.7	15.1	5.0	8.6	Entrance
	↕	0.8	0.5	0.4	1.7	1.5	0.8	0.3	0.4	↕
	Exit	14.5	9.7	6.8	31.0	27.2	14.3	4.7	8.2	Entrance
	↕	2.3	1.5	1.1	4.9	4.4	2.3	0.8	1.3	↕
	Exit	12.2	8.2	5.7	26.1	22.8	12.0	3.9	6.9	Entrance
	↕	3.8	2.6	1.8	8.2	7.3	3.8	1.3	2.2	↕
	Exit	8.4	5.6	3.9	17.9	15.5	8.2	2.6	4.7	Entrance
	↕	3.8	2.6	1.8	8.2	7.3	3.8	1.3	2.2	↕
	Exit	4.6	3.0	2.1	9.7	8.2	4.4	1.3	2.5	Entrance
	↕	2.3	1.5	1.1	4.9	4.1	2.2	0.7	1.3	↕
	Exit	2.3	1.5	1.1	4.9	4.1	2.2	0.7	1.3	Entrance
	Entrance	7.6	2.4	0.3	10.3	8.3	7.5	0.8	0.1	Exit
	Exit	9.9	3.9	1.3	15.1	12.4	9.7	1.4	1.3	Entrance
	↕	4.9	2.0	0.7	7.6	6.2	4.9	0.7	0.6	↕
	Exit	5.0	2.0	0.6	7.6	6.2	4.9	0.7	0.6	Entrance
	↕	2.5	1.0	0.3	3.8	3.1	2.4	0.4	0.3	↕
	Exit	2.5	1.0	0.3	3.8	3.1	2.5	0.3	0.3	Entrance
	↕	1.5	0.6	0.2	2.1	2.1	1.5	0.2	0.2	↕
	Exit	1.0	0.4	0.1	1.5	1.2	1.0	0.1	0.1	Entrance
	↕	1.0	0.4	0.1	1.5	1.4	1.0	0.1	0.1	↕
	Exit	1.0	0.4	0.1	1.5	1.4	1.0	0.1	0.1	Entrance

Route 17

\*Bold are mainline HOT lane traffic volumes. Other are southbound off ramps and northbound on ramps.

**2. Redevelop proforma with same rate and debt assumptions except for the following changes:**

- a) Inflation rate of 4% for equipment, maintenance, and maintenance replacement.**
- b) Fund all lane miles on which they would collect revenue for all maintenance and operations.**
- c) Fund enforcement and traffic operations.**
- d) Fund toll equipment replacement as operations.**

95 Express has re-stated the pro forma included in the Detailed Proposal dated June 3, 2005 to reflect the requested changes (See attached “Updated Finance Plan”).

- a) All projected operating expenses, equipment replacement costs, and major maintenance (overlay) costs are inflated by 4.0% per annum. Operating expenses and major maintenance costs had previously been inflated by 2.5% per annum and equipment replacement costs had been inflated by 3.0% per annum as we did not include 1% for system growth. In addition, we utilized 2.5%/3% to be conservative, since the average annual rate of inflation from 2001 to 2004 was 2.17%.
- b) Annual toll operations and maintenance expenses as well as major maintenance (overlay) costs have been assumed on all 98 lane miles in the 95 Express HOT Lane Project. In addition, annual maintenance and major maintenance have been included for the 21 free lane miles of collector-distributor roads and general purpose lanes at the south end of the Project from which toll revenue would not be collected.
- c) Enforcement and traffic operations costs remain fully funded in the “Toll Collection Costs” budget item.
- d) The flow of funds has been revised so that the annual funding of toll equipment replacement occurs as an operating expense, senior to debt service.

These changes are reflected in the attached pro forma schedules labeled “Scenario B.” The toll revenue, interest earnings, and debt service amounts included in these schedules are identical to those included in the 95 Express Detailed Proposal dated June 3, 2005.

We have also included a financial pro forma, labeled “Updated Financial Plan.” This Plan includes several revisions, including:

1. All projected operating expenses, equipment replacement costs, and major maintenance (overlay) costs are inflated by 4.0% per annum (same as Scenario B above).
2. Annual maintenance and pavement overlay costs are included for all HOV/HOT lanes and the new free lanes at the south end of the project (same as Scenario B above).
3. Assumed debt costs are based on market conditions on September 26, 2005, which are approximately 15-20 basis points higher than the May 24, 2005 market conditions used for the pro forma in our Detailed Proposal.
4. We have added a “market cushion” to the September 26, 2005 rates to account for the fact that the 95 Express debt issues are expected to occur in 2007 and 2008 and there is a possibility that interest rates may increase between now and those financings. We have added 50 basis points (0.50%) to the September 26, 2005 rates to structure the 2007 Toll Revenue Bonds and have added 75 basis points (0.75%) to the September 2005 rates to structure the 2008 Toll Revenue Bonds and the 2008 TIFIA Loan. The enclosed chart demonstrates how these 50 and 75 basis point “market cushions” compare to current and historical 30-year tax-exempt yields over the past five years.
5. Wilbur Smith Associates (WSA) has revised its traffic and revenue projections based on analysis of new traffic data for the I-95/395 corridor. Specifically, WSA reviewed the MWCOG data and assumptions for toll rates necessary to insure free flowing traffic. In addition, WSA adjusted its revenue inflation assumptions to be consistent with the new expense assumptions.

Such adjustments in the projected toll revenues are what would occur under the operation of the 95 Express Project’s toll rate covenant. With operating expenses growing at a higher inflation rate such as 4.0%, higher toll rates would be needed (and justified in a higher inflation environment) to ensure the financial viability of the 95 Express HOT Lanes Project.

These adjustments result in a pro forma in which the Toll Revenue Bonds are projected to have approximately 1.91x coverage and all debt including the TIFIA Loan has approximately 1.24x coverage. Projected Excess Revenues after funding all operating and replacement costs total \$518 million during the

first 39 years of projected operations, from 2008 through 2046. This redeveloped pro forma is attached as the 95 Express Team's "Updated Finance Plan."





# Updated Finance Plan

## Virginia I-95 Hot Lanes

### Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds Pro Forma - Assumptions

---



#### Interest Rates

All Rates as of September 26, 2005

Series 2007: Rates increased by 50 basis points

Series 2008 and TIFIA: Rates increased by 75 basis points

Capital appreciation bond interest rates were assumed to be 40bps higher than current interest bond rates.

#### Capitalized Interest

Interest capitalized on Series 2007 Senior Lien Bonds through 1/1/2010.

Interest capitalized on Series 2008 Senior Lien Bonds through 1/1/2012

Interest earnings on the Senior Lien CAPI fund and TIFIA CAP I fund assumed to be 4%

#### Debt Service Reserve Fund

Debt service reserve fund earnings include a release of the initial deposit upon maturity on 1/1/2047.

Interest earnings on the Senior Lien DSRF were assumed at 4%

#### Construction Fund

Interest earnings on the Senior and Subordinate Lien Construction fund were assumed at 4%

#### TIFIA

Interest capitalized on the Bond Anticipation Note through maturity (1/1/2012).

Debt Service is deferred and interest accrues on TIFIA loan through 7/1/2015

Amortization for the TIFIA bond was allowed through 1/1/2047, 35 years after substantial completion of the project on 9/1/2011.

#### Sizing

Bonds sized to meet project construction draw requirements.

All Expenses inflated at 4%

Virginia I-95 Hot Lanes

Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds

Pro Forma - Sources and Uses



**Series 2007A**

<b>Sources</b>	
Par Amount	409,062,876
Premium/OID	7,101,173
	<b>416,164,049</b>

<b>Uses</b>	
Deposit to North Construction Fund	333,466,438
Deposit to Capitalized Interest Fund	29,455,049
DSRF Deposit	39,090,404
Bond Insurance Premium	1,876,339
Underwriter's Discount	6,135,943
Cost of Issuance	6,135,943
Rounding Amount	3,932
	<b>416,164,049</b>

<b>Construction Fund</b>	
Construction Fund Deposit	333,466,438
Earnings on Construction Fund	17,333,562
	<b>350,800,000</b>

**Construction Fund Proceeds (All Issues)** 815,010,000

**Total Par Amount**

Series 2007A	409,062,876
Series 2008A	203,574,829
TIFIA	318,840,000
	<b>931,477,705</b>

**Total Debt Service**

Series 2007A	1,219,456,863
Series 2008A	565,387,350
TIFIA	919,220,454
	<b>2,704,064,667</b>

**Cumulative Excess Revenues**

2008-2030	270,635,906
2008-2047	517,767,025

**Series 2008A**

<b>Sources</b>	
Par Amount	203,574,829
Premium/OID	5,682,480
	<b>209,257,309</b>

<b>Uses</b>	
Deposit to South Construction Fund	151,833,820
Deposit to Capitalized Interest Fund	30,701,731
DSRF Deposit	18,712,441
Bond Insurance Premium	898,197
Underwriter's Discount	3,053,622
Cost of Issuance	3,053,622
TIFIFA Origination Fee	1,000,000
Rounding Amount	3,875
	<b>209,257,309</b>

<b>Construction Fund</b>	
Construction Fund Deposit	151,833,820
Earnings on Construction Fund	10,639,680
	<b>162,473,500</b>

**TIFIA BAN**

<b>Sources</b>	
Par Amount	318,840,000
Premium/OID	20,297,354
	<b>339,137,354</b>

<b>Uses</b>	
Deposit to TIFIA Construction Fund	281,977,094
Deposit to Capitalized Interest Fund	56,155,968
TIFIFA Origination Fee	1,000,000.00
Rounding Amount	4,292
	<b>339,137,354</b>

<b>Construction Fund</b>	
Construction Fund Deposit	281,977,094
Earnings on Construction Fund	19,759,406
	<b>301,736,500</b>

Total Eligible Costs 962,558,713  
TIFIA % of Total Eligible Costs 33.12%

Virginia I-95 Hot Lanes

Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds

Pro Forma - Gross Revenue and Debt Service Coverage Analysis



Calendar				Total			Admin/	Toll	Current	Toll Equipment		Net Revenues
Year	Bond Year	I-95 North	I-95 South	I-395 Toll	DSRF Interest	Total	Trustee	Operating	Maintenance	Replacement	Total	Available For
Ending	Ending	Toll Revenues	Toll Revenues	Revenues	Earnings	Revenues	Fees	Expenses	Expenses	Reserve	Expenses	Debt Service
12/31/07	01/01/08											
12/31/08	01/01/09	5,254,450	-	5,415,417	-	10,669,867	300,000	5,250,000	3,465,000	-	9,015,000	1,654,867
12/31/09	01/01/10	17,669,460	-	13,752,000	-	31,421,460	312,000	7,175,000	3,603,600	2,288,061	13,378,661	18,042,799
12/31/10	01/01/11	24,756,880	-	16,651,000	2,312,114	43,719,994	324,480	7,462,000	3,747,744	2,288,061	13,822,285	29,897,709
12/31/11	01/01/12	27,791,940	580,380	17,705,037	2,312,114	48,389,471	337,459	7,760,480	3,897,654	2,288,061	14,283,654	34,105,817
12/31/12	01/01/13	31,199,760	2,938,620	18,825,797	2,312,114	55,276,291	350,958	8,070,899	4,053,560	3,471,815	15,947,231	39,329,059
12/31/13	01/01/14	35,024,760	3,719,940	20,017,502	2,312,114	61,074,316	364,996	8,393,735	4,215,702	3,471,815	16,446,248	44,628,068
12/31/14	01/01/15	39,318,960	4,709,340	21,284,645	2,312,114	67,625,059	379,596	8,729,485	4,384,330	3,471,815	16,965,225	50,659,833
12/31/15	01/01/16	44,139,256	5,964,960	22,632,000	2,312,114	75,048,329	394,780	9,078,664	4,559,704	3,471,815	17,504,962	57,543,368
12/31/16	01/01/17	46,356,960	7,194,060	23,721,691	2,312,114	79,584,825	410,571	9,441,811	4,742,092	4,195,333	18,789,806	60,795,019
12/31/17	01/01/18	48,685,620	8,676,120	24,863,849	2,312,114	84,537,703	426,994	9,819,483	4,931,775	4,195,333	19,373,585	65,164,118
12/31/18	01/01/19	51,131,580	10,464,180	26,061,000	2,312,114	89,968,874	444,073	10,212,262	5,129,046	4,195,333	19,980,715	69,988,159
12/31/19	01/01/20	53,699,940	12,620,460	27,315,792	2,312,114	95,948,306	461,836	10,620,753	5,334,208	4,569,653	20,986,451	74,961,855
12/31/20	01/01/21	56,397,436	15,221,460	28,631,000	2,312,114	102,562,010	480,310	11,045,583	5,547,577	4,569,653	21,643,122	80,918,887
12/31/21	01/01/22	57,807,372	15,601,997	29,346,775	2,312,114	105,068,257	499,522	11,487,406	5,769,480	4,569,653	22,326,061	82,742,196
12/31/22	01/01/23	59,252,556	15,992,046	30,080,444	2,312,114	107,637,161	519,503	11,946,902	6,000,259	4,569,653	23,036,318	84,600,843
12/31/23	01/01/24	60,733,870	16,391,848	30,832,455	2,312,114	110,270,287	540,283	12,424,779	6,240,269	5,521,959	24,727,290	85,542,997
12/31/24	01/01/25	62,252,217	16,801,644	31,603,267	2,312,114	112,969,241	561,894	12,921,770	6,489,880	5,521,959	25,495,503	87,473,739
12/31/25	01/01/26	63,808,522	17,221,685	32,393,349	2,312,114	115,735,670	584,370	13,438,640	6,749,475	5,521,959	26,294,445	89,441,225
12/31/26	01/01/27	65,403,735	17,652,227	33,203,182	2,312,114	118,571,258	607,745	13,976,186	7,019,454	6,014,644	27,618,030	90,953,229
12/31/27	01/01/28	67,038,829	18,093,533	34,033,262	2,312,114	121,477,737	632,055	14,535,233	7,300,232	6,014,644	28,482,165	92,995,572
12/31/28	01/01/29	68,714,800	18,545,871	34,884,093	2,312,114	124,456,878	657,337	15,116,643	7,592,242	6,014,644	29,380,866	95,076,012
12/31/29	01/01/30	70,432,670	19,009,518	35,756,196	2,312,114	127,510,497	683,630	15,721,309	7,895,931	6,014,644	30,315,515	97,194,982
12/31/30	01/01/31	72,193,486	19,484,756	36,650,101	2,312,114	130,640,456	710,976	16,350,161	8,211,769	7,268,083	32,540,988	98,099,468
12/31/31	01/01/32	73,998,323	19,971,875	37,566,353	2,312,114	133,848,665	739,415	17,004,167	8,540,239	7,268,083	33,551,904	100,296,761
12/31/32	01/01/33	75,848,281	20,471,171	38,505,512	2,312,114	137,137,079	768,991	17,684,334	8,881,849	7,268,083	34,603,257	102,533,822
12/31/33	01/01/34	77,744,489	20,982,951	39,468,150	2,312,114	140,507,703	799,751	18,391,707	9,237,123	7,916,273	36,344,854	104,162,849
12/31/34	01/01/35	79,688,101	21,507,524	40,454,853	2,312,114	143,962,593	831,741	19,127,376	9,606,608	7,916,273	37,481,997	106,480,595
12/31/35	01/01/36	81,680,303	22,045,213	41,466,225	2,312,114	147,503,854	865,011	19,892,471	9,990,872	7,916,273	38,664,626	108,839,228
12/31/36	01/01/37	83,722,311	22,596,343	42,502,880	2,312,114	151,133,648	899,611	20,688,170	10,390,507	7,916,273	39,894,560	111,239,088
12/31/37	01/01/38	85,815,369	23,161,251	43,565,452	2,312,114	154,854,186	935,595	21,515,696	10,806,127	9,565,329	42,822,748	112,031,438
12/31/38	01/01/39	87,960,753	23,740,283	44,654,589	2,312,114	158,667,738	973,019	22,376,324	11,238,372	9,565,329	44,153,045	114,514,693
12/31/39	01/01/40	90,159,772	24,333,790	45,770,953	2,312,114	162,576,629	1,011,940	23,271,377	11,687,907	9,565,329	45,536,553	117,040,075
12/31/40	01/01/41	92,413,766	24,942,135	46,915,227	2,312,114	166,583,242	1,052,418	24,202,232	12,155,424	10,418,776	47,828,850	118,754,392
12/31/41	01/01/42	94,724,110	25,565,688	48,088,108	2,312,114	170,690,020	1,094,514	25,170,322	12,641,641	10,418,776	49,325,253	121,364,767
12/31/42	01/01/43	97,092,213	26,204,830	49,290,311	2,312,114	174,899,467	1,138,295	26,177,134	13,147,306	10,418,776	50,881,512	124,017,956
12/31/43	01/01/44	99,519,518	26,859,951	50,522,568	2,312,114	179,214,151	1,183,827	27,224,220	13,673,198	10,418,776	52,500,021	126,714,130
12/31/44	01/01/45	102,007,506	27,531,450	51,785,633	2,312,114	183,636,702	1,231,180	28,313,189	14,220,126	12,590,026	56,354,520	127,282,182
12/31/45	01/01/46	104,557,694	28,219,736	53,080,273	2,312,114	188,169,817	1,280,427	29,445,716	14,788,931	12,590,026	58,105,100	130,064,717
12/31/46	01/01/47	107,171,636	28,925,229	54,407,280	58,958,902	249,463,048	1,331,644	30,623,545	15,380,489	12,590,026	59,925,703	189,537,345
Total		2,563,169,203	633,944,063	1,323,704,225	142,195,000	4,663,012,490	27,122,745	622,087,163	313,267,704	253,851,019	1,216,328,630	3,446,683,860

Virginia I-95 Hot Lanes

Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds

Pro Forma - Gross Revenue and Debt Service Coverage Analysis



Calendar Year Ending	Bond Year Ending	Net Revenues		Series 2007A Net Debt Service	Series 2007B Net Debt Service	Total Senior Net Debt Service	Senior Coverage	TIFIA Loan Repayments	Aggregate Net Debt Service	Aggregate Coverage	Pavement Overlay Reserve Fund	Excess Revenues
		Available For Debt Service										
12/31/07	01/01/08											
12/31/08	01/01/09	1,654,867		-	-	-		-	-		-	1,654,867
12/31/09	01/01/10	18,042,799		-	-	-		-	-		1,791,046	16,251,753
12/31/10	01/01/11	29,897,709		11,095,088	-	11,095,088	2.69x	-	11,095,088	2.69x	1,791,046	17,011,575
12/31/11	01/01/12	34,105,817		12,130,088	-	12,130,088	2.81x	10,500	12,140,588	2.81x	1,791,046	20,174,183
12/31/12	01/01/13	39,329,059		13,990,088	8,715,850	22,705,938	1.73x	10,500	22,716,438	1.73x	3,050,358	13,562,263
12/31/13	01/01/14	44,628,068		15,875,088	8,715,850	24,590,938	1.81x	10,500	24,601,438	1.81x	3,050,358	16,976,272
12/31/14	01/01/15	50,659,833		18,020,088	8,715,850	26,735,938	1.89x	10,500	26,746,438	1.89x	3,050,358	20,863,038
12/31/15	01/01/16	57,543,368		20,470,088	9,610,850	30,080,938	1.91x	10,885,510	40,966,447	1.40x	3,526,044	13,050,876
12/31/16	01/01/17	60,795,019		21,625,088	10,155,850	31,780,938	1.91x	21,655,115	53,436,053	1.14x	3,526,044	3,832,922
12/31/17	01/01/18	65,164,118		23,180,088	10,885,850	34,065,938	1.91x	21,649,711	55,715,649	1.17x	3,526,044	5,922,425
12/31/18	01/01/19	69,988,159		24,895,088	11,690,850	36,585,938	1.91x	21,644,307	58,230,245	1.20x	3,860,335	7,897,580
12/31/19	01/01/20	74,961,855		26,665,088	12,520,850	39,185,938	1.91x	21,638,903	60,824,841	1.23x	3,860,335	10,276,680
12/31/20	01/01/21	80,918,887		28,785,088	13,515,850	42,300,938	1.91x	22,923,499	65,224,437	1.24x	3,860,335	11,834,116
12/31/21	01/01/22	82,742,196		29,430,088	13,820,850	43,250,938	1.91x	23,443,383	66,694,320	1.24x	4,462,050	11,585,826
12/31/22	01/01/23	84,600,843		30,095,088	14,130,850	44,225,938	1.91x	23,971,112	68,197,050	1.24x	4,462,050	11,941,744
12/31/23	01/01/24	85,542,997		30,430,088	14,285,850	44,715,938	1.91x	24,239,526	68,955,464	1.24x	4,462,050	12,125,484
12/31/24	01/01/25	87,473,739		31,115,088	14,610,850	45,725,938	1.91x	24,785,783	70,511,721	1.24x	4,885,296	12,076,721
12/31/25	01/01/26	89,441,225		31,815,088	14,940,850	46,755,938	1.91x	25,338,672	72,094,609	1.24x	4,885,296	12,461,319
12/31/26	01/01/27	90,953,229		32,350,088	15,190,850	47,540,938	1.91x	25,770,759	73,311,697	1.24x	4,885,296	12,756,236
12/31/27	01/01/28	92,995,572		33,080,088	15,530,850	48,610,938	1.91x	26,351,370	74,962,307	1.24x	5,647,130	12,386,135
12/31/28	01/01/29	95,076,012		33,820,088	15,880,850	49,700,938	1.91x	26,935,505	76,636,443	1.24x	5,647,130	12,792,439
12/31/29	01/01/30	97,194,982		34,570,088	16,235,850	50,805,938	1.91x	27,540,464	78,346,401	1.24x	5,647,130	13,201,451
12/31/30	01/01/31	98,099,468		34,895,088	16,385,850	51,280,938	1.91x	27,797,463	79,078,400	1.24x	6,182,513	12,838,555
12/31/31	01/01/32	100,296,761		35,675,088	16,750,850	52,425,938	1.91x	28,422,444	80,848,381	1.24x	6,182,513	13,265,867
12/31/32	01/01/33	102,533,822		36,470,088	17,125,850	53,595,938	1.91x	29,053,521	82,649,458	1.24x	6,182,513	13,701,851
12/31/33	01/01/34	104,162,849		37,050,088	17,400,850	54,450,938	1.91x	29,512,181	83,963,118	1.24x	7,146,189	13,053,542
12/31/34	01/01/35	106,480,595		37,875,088	17,785,850	55,660,938	1.91x	30,169,368	85,830,306	1.24x	7,146,189	13,504,100
12/31/35	01/01/36	108,839,228		38,715,088	18,180,850	56,895,938	1.91x	30,841,303	87,737,241	1.24x	7,146,189	13,955,799
12/31/36	01/01/37	111,239,088		39,570,088	18,580,850	58,150,938	1.91x	31,518,392	89,669,330	1.24x	7,824,039	13,745,719
12/31/37	01/01/38	112,031,438		39,850,088	18,710,850	58,560,938	1.91x	31,746,312	90,307,249	1.24x	7,824,039	13,900,151
12/31/38	01/01/39	114,514,693		40,735,088	19,126,125	59,861,213	1.91x	32,450,057	92,311,269	1.24x	7,824,039	14,379,386
12/31/39	01/01/40	117,040,075		41,630,088	19,548,325	61,178,413	1.91x	33,165,716	94,344,128	1.24x	9,044,152	13,651,795
12/31/40	01/01/41	118,754,392		42,240,088	19,834,150	62,074,238	1.91x	33,652,884	95,727,122	1.24x	9,044,152	13,983,118
12/31/41	01/01/42	121,364,767		43,170,088	20,273,000	63,443,088	1.91x	34,388,858	97,831,946	1.24x	9,044,152	14,488,669
12/31/42	01/01/43	124,017,956		44,115,088	20,713,600	64,828,688	1.91x	35,145,534	99,974,222	1.24x	9,901,593	14,142,141
12/31/43	01/01/44	126,714,130		45,071,538	21,167,375	66,238,913	1.91x	35,906,157	102,145,069	1.24x	9,901,593	14,667,468
12/31/44	01/01/45	127,282,182		45,276,763	21,259,925	66,536,688	1.91x	36,069,511	102,606,199	1.24x	9,901,593	14,774,390
12/31/45	01/01/46	130,064,717		46,262,788	21,727,200	67,989,988	1.91x	36,856,537	104,846,525	1.24x	11,444,967	13,773,225
12/31/46	01/01/47	189,537,345		67,417,888	31,660,550	99,078,438	1.91x	53,708,596	152,787,033	1.24x	11,444,967	25,305,344
<b>Total</b>		<b>3,446,683,860</b>		<b>1,219,456,863</b>	<b>565,387,350</b>	<b>1,784,844,213</b>		<b>919,220,454</b>	<b>2,704,064,667</b>		<b>224,852,168</b>	<b>517,767,025</b>

Virginia I-95 Hot Lanes

Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds

Pro Forma - Toll Equipment Replacement Reserve Fund



HOV Conversion to HOT Lanes (North)			New I-95 HOT Lanes (South)			
Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Aggregate Total
1/1/2008			1/1/2008			
1/1/2009	Open (8/1/08)		1/1/2009			
1/1/2010		2,288,061	1/1/2010			2,288,061
1/1/2011		2,288,061	1/1/2011			2,288,061
1/1/2012		2,288,061	1/1/2012	Open(10/1/11)		2,288,061
1/1/2013		2,288,061	1/1/2013		1,183,754	3,471,815
1/1/2014		2,288,061	1/1/2014		1,183,754	3,471,815
1/1/2015		2,288,061	1/1/2015		1,183,754	3,471,815
1/1/2016	18,071,781.27	2,288,061	1/1/2016		1,183,754	3,471,815
1/1/2017		3,011,580	1/1/2017		1,183,754	4,195,333
1/1/2018		3,011,580	1/1/2018		1,183,754	4,195,333
1/1/2019		3,011,580	1/1/2019	9,349,633.96	1,183,754	4,195,333
1/1/2020		3,011,580	1/1/2020		1,558,074	4,569,653
1/1/2021		3,011,580	1/1/2021		1,558,074	4,569,653
1/1/2022		3,011,580	1/1/2022		1,558,074	4,569,653
1/1/2023	23,786,342.61	3,011,580	1/1/2023		1,558,074	4,569,653
1/1/2024		3,963,885	1/1/2024		1,558,074	5,521,959
1/1/2025		3,963,885	1/1/2025		1,558,074	5,521,959
1/1/2026		3,963,885	1/1/2026	12,306,124.85	1,558,074	5,521,959
1/1/2027		3,963,885	1/1/2027		2,050,759	6,014,644
1/1/2028		3,963,885	1/1/2028		2,050,759	6,014,644
1/1/2029		3,963,885	1/1/2029		2,050,759	6,014,644
1/1/2030	31,307,931.76	3,963,885	1/1/2030		2,050,759	6,014,644
1/1/2031		5,217,323	1/1/2031		2,050,759	7,268,083
1/1/2032		5,217,323	1/1/2032		2,050,759	7,268,083
1/1/2033		5,217,323	1/1/2033	16,197,501.36	2,050,759	7,268,083
1/1/2034		5,217,323	1/1/2034		2,698,949	7,916,273
1/1/2035		5,217,323	1/1/2035		2,698,949	7,916,273
1/1/2036		5,217,323	1/1/2036		2,698,949	7,916,273
1/1/2037	41,207,957.31	5,217,323	1/1/2037		2,698,949	7,916,273
1/1/2038		6,866,380	1/1/2038		2,698,949	9,565,329
1/1/2039		6,866,380	1/1/2039		2,698,949	9,565,329
1/1/2040		6,866,380	1/1/2040	21,317,097.27	2,698,949	9,565,329
1/1/2041		6,866,380	1/1/2041		3,552,397	10,418,776
1/1/2042		6,866,380	1/1/2042		3,552,397	10,418,776
1/1/2043		6,866,380	1/1/2043		3,552,397	10,418,776
1/1/2044	54,232,687.79	6,866,380	1/1/2044		3,552,397	10,418,776
1/1/2045		9,037,629	1/1/2045		3,552,397	12,590,026
1/1/2046		9,037,629	1/1/2046		3,552,397	12,590,026
1/1/2047		9,037,629	1/1/2047	28,057,874.96	3,552,397	12,590,026
						253,851,019

**Updated Finance Plan - New Rate Assumptions and Sizing, 4% Expenses Inflation, Adjusted WSA Revenues, Fixed Rate Bonds**  
**Pro Forma - Pavement Overlay Reserve**



HOV Conversion to HOT Lanes (North)			New I-95 HOT Lanes (South)			
Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Aggregate Total
1/1/2008	Open (8/1/08)		1/1/2008	Open(10/1/11)		
1/1/2009			1/1/2009			
1/1/2010		1,791,046	1/1/2010			1,791,046
1/1/2011		1,791,046	1/1/2011			1,791,046
1/1/2012		1,791,046	1/1/2012		1,791,046	
1/1/2013		1,791,046	1/1/2013		1,259,312	3,050,358
1/1/2014		1,791,046	1/1/2014		1,259,312	3,050,358
1/1/2015	14,146,208.43	1,791,046	1/1/2015		1,259,312	3,050,358
1/1/2016		2,266,732	1/1/2016		1,259,312	3,526,044
1/1/2017		2,266,732	1/1/2017		1,259,312	3,526,044
1/1/2018		2,266,732	1/1/2018	9,946,419.10	1,259,312	3,526,044
1/1/2019		2,266,732	1/1/2019		1,593,603	3,860,335
1/1/2020		2,266,732	1/1/2020		1,593,603	3,860,335
1/1/2021	17,903,313.72	2,266,732	1/1/2021		1,593,603	3,860,335
1/1/2022		2,868,447	1/1/2022		1,593,603	4,462,050
1/1/2023		2,868,447	1/1/2023		1,593,603	4,462,050
1/1/2024		2,868,447	1/1/2024	12,586,745.68	1,593,603	4,462,050
1/1/2025		2,868,447	1/1/2025		2,016,850	4,885,296
1/1/2026		2,868,447	1/1/2026		2,016,850	4,885,296
1/1/2027	22,655,837.68	2,868,447	1/1/2027		2,016,850	4,885,296
1/1/2028		3,630,280	1/1/2028		2,016,850	5,647,130
1/1/2029		3,630,280	1/1/2029		2,016,850	5,647,130
1/1/2030		3,630,280	1/1/2030	15,929,671.73	2,016,850	5,647,130
1/1/2031		3,630,280	1/1/2031		2,552,232	6,182,513
1/1/2032		3,630,280	1/1/2032		2,552,232	6,182,513
1/1/2033	28,673,023.69	3,630,280	1/1/2033		2,552,232	6,182,513
1/1/2034		4,593,956	1/1/2034		2,552,232	7,146,189
1/1/2035		4,593,956	1/1/2035		2,552,232	7,146,189
1/1/2036		4,593,956	1/1/2036	20,158,282.58	2,552,232	7,146,189
1/1/2037		4,593,956	1/1/2037		3,230,082	7,824,039
1/1/2038		4,593,956	1/1/2038		3,230,082	7,824,039
1/1/2039	36,284,420.89	4,593,956	1/1/2039		3,230,082	7,824,039
1/1/2040		5,814,070	1/1/2040		3,230,082	9,044,152
1/1/2041		5,814,070	1/1/2041		3,230,082	9,044,152
1/1/2042		5,814,070	1/1/2042	25,512,140.50	3,230,082	9,044,152
1/1/2043		5,814,070	1/1/2043		4,087,524	9,901,593
1/1/2044		5,814,070	1/1/2044		4,087,524	9,901,593
1/1/2045	45,921,235.61	5,814,070	1/1/2045		4,087,524	9,901,593
1/1/2046		7,357,444	1/1/2046		4,087,524	11,444,967
1/1/2047		7,357,444	1/1/2047		4,087,524	11,444,967
224,852,168						



## Scenario B



**Interest Rates**

All rates as of May 24, 2005; Preliminary, Subject to change  
Capital appreciation bond interest rates were assumed to be 30bps higher than current interest bond rates.

**Capitalized Interest**

Interest capitalized on the Senior Lien Bonds through 7/1/2009.  
Interest earnings on the Senior Lien CAPI fund were assumed at the 6 month Treasury rate (3.09%).  
Interest earnings on the BAN CAPI fund were assumed at the 18 month Treasury rate (3.49%).

**Debt Service Reserve Fund**

Debt service reserve fund earnings include a release of the initial deposit upon maturity on 1/1/2047.  
Interest earnings on the Senior Lien DSRF were assumed at the 10 year Treasury rate (4.03%).

**Construction Fund**

Interest earnings on the Senior and Subordinate Lien Construction fund were assumed at the 18 month Treasury rate (3.49%).

**TIFIA**

Interest capitalized on the Bond Anticipation Note through maturity (1/1/2012).  
Debt Service is deferred and interest accrues on TIFIA loan through 1/1/2015  
Amortization for the TIFIA bond was allowed through 1/1/2046, 35 years after substantial completion of the project on 9/1/2011.

**Coverage**

1.75x Coverage Target assumed for Senior Bonds  
1.25x Coverage Target assumed for the TIFIA bond.

Virginia I-95 Hot Lanes  
Scenario B - Detailed Proposal Assumptions and Sizing, 4% Expenses Inflation, Clark Revenues  
Pro Forma - Sources and Uses



Series 2007A		Series 2007B		TIFIA BAN	
<b>Sources</b>		<b>Sources</b>		<b>Sources</b>	
Par Amount	408,464,952	Par Amount	272,900,087	Par Amount	258,540,000
	<b>408,464,952</b>		<b>272,900,087</b>	Premium	17,035,201
					<b>275,575,201</b>
<b>Uses</b>		<b>Uses</b>		<b>Uses</b>	
Construction Fund Deposit	324,290,040	Construction Fund Deposit	223,876,533	Construction Fund Deposit	226,966,593
Capitalized Interest Fund Deposit	21,266,226	Capitalized Interest Fund Deposit	4,924,762	Capitalized Interest Fund Deposit	46,018,466
Debt Service Reserve Fund Deposit	33,558,816	Debt Service Reserve Fund Deposit	23,780,211	Cost of Issuance	2,585,400
Cost of Issuance	12,253,949	Cost of Issuance	8,187,003	Additional Proceeds	4,741
Bond Insurance (150bps)	16,041,114	Bond Insurance (150bps)	11,081,578		<b>275,575,201</b>
TIFIA Origination Fee	1,050,000	TIFIA Origination Fee	1,050,000		
Additional Proceeds	4,809		<b>272,900,087</b>		
	<b>408,464,952</b>				
<b>Construction Fund</b>		<b>Construction Fund</b>		<b>Construction Fund</b>	
Construction Fund Deposit	324,290,040	Construction Fund Deposit	223,876,533	Construction Fund Deposit	226,966,593
Earnings on Construction Fund	13,509,960	Earnings on Construction Fund	13,768,085	Earnings on Construction Fund	13,563,426
	<b>337,800,000</b>		<b>237,644,618</b>		<b>240,530,019</b>
<b>Construction Fund Proceeds (All Issues)</b>					
	815,974,638				
Total Eligible Costs	954,840,240	Series 2007A	408,464,952		4.84%
TIFIA % of Total Eligible Costs	27.08%	Series 2008A	272,900,087		4.87%
		TIFIA	258,540,000		4.42%
			939,905,039		
				19,784,761.19	
				13,302,401.54	
				11,426,536.35	
				44,513,699.08	
				4.7360%	

Virginia I-95 Hot Lanes

Scenario B - Detailed Proposal Assumptions and Sizing, 4% Expenses Inflation, Clark Revenues

Pro Forma - Gross Revenue and Debt Service Coverage Analysis (Exhibit 3-1)



Calendar Year Ending	Bond Year Ending	North Section Toll Revenues	South Section Toll Revenues	I-395 Toll Revenues	Total DSRF Interest Earnings	Admin/ Trustee Fees	Toll Operating Expenses	Current Maintenance Expenses	Toll Equipment Replacement Reserve	Revenues Available For Debt Service
12/31/07	01/01/08								-	
12/31/08	01/01/09	5,254,450		5,415,417		300,000	5,250,000	3,465,000	-	1,654,867
12/31/09	01/01/10	15,473,400	-	13,752,000	1,157,169	312,000	7,175,000	3,603,600	2,288,061	17,003,908
12/31/10	01/01/11	18,985,319	-	14,551,000	2,314,338	324,480	7,462,000	3,747,744	2,288,061	22,028,372
12/31/11	01/01/12	21,191,520	580,380	15,396,000	2,314,338	337,459	7,760,480	3,897,654	2,288,061	25,198,584
12/31/12	01/01/13	23,653,800	2,938,620	16,290,000	2,314,338	350,958	8,070,899	4,053,560	3,471,815	29,249,527
12/31/13	01/01/14	26,401,680	3,719,940	17,236,000	2,314,338	364,996	8,393,735	4,215,702	3,471,815	33,225,710
12/31/14	01/01/15	29,468,820	4,709,340	18,012,000	2,314,338	379,596	8,729,485	4,384,330	3,471,815	37,539,273
12/31/15	01/01/16	32,893,335	5,964,960	18,823,000	2,314,338	394,780	9,078,664	4,559,704	3,471,815	42,490,671
12/31/16	01/01/17	34,404,600	7,194,060	19,671,000	2,314,338	410,571	9,441,811	4,742,092	4,195,333	44,794,192
12/31/17	01/01/18	35,985,600	8,676,120	20,557,000	2,314,338	426,994	9,819,483	4,931,775	4,195,333	48,159,473
12/31/18	01/01/19	37,639,020	10,464,180	21,483,000	2,314,338	444,073	10,212,262	5,129,046	4,195,333	51,919,823
12/31/19	01/01/20	39,368,940	12,620,460	22,020,075	2,314,338	461,836	10,620,753	5,334,208	4,569,653	55,337,363
12/31/20	01/01/21	41,179,199	15,221,460	22,570,577	2,314,338	480,310	11,045,583	5,547,577	4,569,653	59,642,452
12/31/21	01/01/22	42,208,679	15,601,997	23,134,841	2,314,338	499,522	11,487,406	5,769,480	4,569,653	60,933,794
12/31/22	01/01/23	43,263,896	15,992,046	23,713,212	2,314,338	519,503	11,946,902	6,000,259	4,569,653	62,247,176
12/31/23	01/01/24	44,345,494	16,391,848	24,306,043	2,314,338	540,283	12,424,779	6,240,269	5,521,959	62,630,432
12/31/24	01/01/25	45,454,131	16,801,644	24,913,694	2,314,338	561,894	12,921,770	6,489,880	5,521,959	63,988,304
12/31/25	01/01/26	46,590,484	17,221,685	25,536,536	2,314,338	584,370	13,438,640	6,749,475	5,521,959	65,368,599
12/31/26	01/01/27	47,755,246	17,652,227	26,174,949	2,314,338	607,745	13,976,186	7,019,454	6,014,644	66,278,731
12/31/27	01/01/28	48,949,127	18,093,533	26,829,323	2,314,338	632,055	14,535,233	7,300,232	6,014,644	67,704,156
12/31/28	01/01/29	50,172,856	18,545,871	27,500,056	2,314,338	657,337	15,116,643	7,592,242	6,014,644	69,152,255
12/31/29	01/01/30	51,427,177	19,009,518	28,187,558	2,314,338	683,630	15,721,309	7,895,931	6,014,644	70,623,076
12/31/30	01/01/31	52,712,856	19,484,756	28,892,247	2,314,338	710,976	16,350,161	8,211,769	7,268,083	70,863,209
12/31/31	01/01/32	54,030,678	19,971,875	29,614,553	2,314,338	739,415	17,004,167	8,540,239	7,268,083	72,379,539
12/31/32	01/01/33	55,381,445	20,471,171	30,354,917	2,314,338	768,991	17,684,334	8,881,849	7,268,083	73,918,614
12/31/33	01/01/34	56,765,981	20,982,951	31,113,790	2,314,338	799,751	18,391,707	9,237,123	7,916,273	74,832,205
12/31/34	01/01/35	58,185,130	21,507,524	31,891,634	2,314,338	831,741	19,127,376	9,606,608	7,916,273	76,416,630
12/31/35	01/01/36	59,639,759	22,045,213	32,688,925	2,314,338	865,011	19,892,471	9,990,872	7,916,273	78,023,608
12/31/36	01/01/37	61,130,753	22,596,343	33,506,148	2,314,338	899,611	20,688,170	10,390,507	7,916,273	79,653,022
12/31/37	01/01/38	62,659,021	23,161,251	34,343,802	2,314,338	935,595	21,515,696	10,806,127	9,565,329	79,655,665
12/31/38	01/01/39	64,225,497	23,740,283	35,202,397	2,314,338	973,019	22,376,324	11,238,372	9,565,329	81,329,470
12/31/39	01/01/40	65,831,134	24,333,790	36,082,457	2,314,338	1,011,940	23,271,377	11,687,907	9,565,329	83,025,166
12/31/40	01/01/41	67,476,913	24,942,135	36,984,518	2,314,338	1,052,418	24,202,232	12,155,424	10,418,776	83,889,054
12/31/41	01/01/42	69,163,836	25,565,688	37,909,131	2,314,338	1,094,514	25,170,322	12,641,641	10,418,776	85,627,741
12/31/42	01/01/43	70,892,931	26,204,830	38,856,860	2,314,338	1,138,295	26,177,134	13,147,306	10,418,776	87,387,448
12/31/43	01/01/44	72,665,255	26,859,951	39,828,281	2,314,338	1,183,827	27,224,220	13,673,198	10,418,776	89,167,804
12/31/44	01/01/45	74,481,886	27,531,450	40,823,988	2,314,338	1,231,180	28,313,189	14,220,126	12,590,026	88,797,142
12/31/45	01/01/46	76,343,933	28,219,736	41,844,588	2,314,338	1,280,427	29,445,716	14,788,931	12,590,026	90,617,495
12/31/46	01/01/47	78,252,532	28,925,229	42,890,702	35,961,876	1,331,644	30,623,545	15,380,489	12,590,026	126,104,636
Total		1,881,906,313	633,944,063	1,058,902,219	120,435,222	27,122,745	622,087,163	313,267,704	253,851,019	2,478,859,186

Virginia I-95 Hot Lanes

Scenario B - Detailed Proposal Assumptions and Sizing, 4% Expenses Inflation, Clark Revenues

Pro Forma - Gross Revenue and Debt Service Coverage Analysis (Exhibit 3-1)



Calendar Year	Bond Year	Revenues	Series 2007A	Series 2007B	Senior	TIFIA	Aggregate	Aggregate	Pavement	Excess
Ending	Ending	Available For	Net Debt Service	Net Debt Service	Coverage	Loan Repayments	Net Debt Service	Coverage	Overlay	Revenues
		Debt Service							Reserve Fund	
12/31/07	01/01/08									
12/31/08	01/01/09	1,654,867							-	1,654,867
12/31/09	01/01/10	17,003,908	5,432,940	2,377,304	2.18x	-	7,810,244	2.18x	1,791,046	9,193,664
12/31/10	01/01/11	22,028,372	10,865,880	4,754,608	1.41x	-	15,620,488	1.41x	1,791,046	6,407,884
12/31/11	01/01/12	25,198,584	12,080,880	4,754,608	1.50x	-	16,835,488	1.50x	1,791,046	8,363,096
12/31/12	01/01/13	29,249,527	13,422,851	6,534,608	1.47x	-	19,957,459	1.47x	3,050,358	9,292,068
12/31/13	01/01/14	33,225,710	14,908,254	7,459,608	1.49x	-	22,367,862	1.49x	3,050,358	10,857,849
12/31/14	01/01/15	37,539,273	16,457,893	8,519,608	1.50x	-	24,977,501	1.50x	3,050,358	12,561,772
12/31/15	01/01/16	42,490,671	18,174,139	9,789,608	1.52x	13,128,909.75	41,092,657	1.03x	3,526,044	1,398,014
12/31/16	01/01/17	44,794,192	19,076,572	10,779,608	1.50x	13,124,489.74	42,980,669	1.04x	3,526,044	1,813,523
12/31/17	01/01/18	48,159,473	20,018,819	11,929,608	1.51x	13,120,069.74	45,068,496	1.07x	3,526,044	3,090,977
12/31/18	01/01/19	51,919,823	21,013,449	13,267,003	1.51x	13,710,649.74	47,991,101	1.08x	3,860,335	3,928,722
12/31/19	01/01/20	55,337,363	21,864,969	14,770,573	1.51x	14,654,930.74	51,290,472	1.08x	3,860,335	4,046,890
12/31/20	01/01/21	59,642,452	22,749,993	16,544,704	1.52x	15,721,116.75	55,015,813	1.08x	3,860,335	4,626,639
12/31/21	01/01/22	60,933,794	23,308,463	16,938,952	1.51x	16,096,914.75	56,344,329	1.08x	4,462,050	4,589,465
12/31/22	01/01/23	62,247,176	23,875,755	17,346,017	1.51x	16,485,612.74	57,707,385	1.08x	4,462,050	4,539,791
12/31/23	01/01/24	62,630,432	24,458,355	17,759,120	1.48x	16,885,663.74	59,103,138	1.06x	4,462,050	3,527,294
12/31/24	01/01/25	63,988,304	25,052,253	18,185,320	1.48x	17,300,520.74	60,538,093	1.06x	4,885,296	3,450,211
12/31/25	01/01/26	65,368,599	25,665,245	18,621,197	1.48x	17,719,352.55	62,005,794	1.05x	4,885,296	3,362,805
12/31/26	01/01/27	66,278,731	26,292,975	19,070,018	1.46x	18,144,269.73	63,507,262	1.04x	4,885,296	2,771,469
12/31/27	01/01/28	67,704,156	26,933,793	19,530,018	1.46x	18,587,575.79	65,051,386	1.04x	5,647,130	2,652,770
12/31/28	01/01/29	69,152,255	27,593,793	20,000,018	1.45x	19,038,367.72	66,632,178	1.04x	5,647,130	2,520,077
12/31/29	01/01/30	70,623,076	28,268,793	20,480,018	1.45x	19,499,286.42	68,248,097	1.03x	5,647,130	2,374,979
12/31/30	01/01/31	70,863,209	28,963,793	20,970,018	1.42x	19,977,164.32	69,910,975	1.01x	6,182,513	952,234
12/31/31	01/01/32	72,379,539	29,673,793	21,475,018	1.42x	20,460,904.65	71,609,715	1.01x	6,182,513	769,824
12/31/32	01/01/33	73,918,614	30,398,793	21,995,018	1.41x	20,961,725.22	73,355,536	1.01x	6,182,513	563,078
12/31/33	01/01/34	74,832,205	31,143,793	22,530,018	1.39x	21,468,335.39	75,142,146	1.00x	7,146,189	(309,941)
12/31/34	01/01/35	76,416,630	31,908,793	23,075,018	1.39x	21,991,759.20	76,975,570	0.99x	7,146,189	(558,940)
12/31/35	01/01/36	78,023,608	32,688,793	23,635,018	1.39x	22,529,282.94	78,853,093	0.99x	7,146,189	(829,485)
12/31/36	01/01/37	79,653,022	33,493,793	24,205,018	1.38x	23,078,192.94	80,777,003	0.99x	7,824,039	(1,123,982)
12/31/37	01/01/38	79,655,665	34,313,793	24,795,018	1.35x	23,644,546.30	82,753,357	0.96x	7,824,039	(3,097,692)
12/31/38	01/01/39	81,329,470	35,158,793	25,395,018	1.34x	24,220,856.27	84,774,667	0.96x	7,824,039	(3,445,197)
12/31/39	01/01/40	83,025,166	36,023,793	26,010,018	1.34x	24,812,986.13	86,846,797	0.96x	9,044,152	(3,821,631)
12/31/40	01/01/41	83,889,054	36,908,793	26,645,018	1.32x	25,417,640.70	88,971,451	0.94x	9,044,152	(5,082,397)
12/31/41	01/01/42	85,627,741	37,818,793	27,290,018	1.32x	26,040,295.58	91,149,106	0.94x	9,044,152	(5,521,366)
12/31/42	01/01/43	87,387,448	38,748,793	27,955,018	1.31x	26,681,653.31	93,385,464	0.94x	9,901,593	(5,998,016)
12/31/43	01/01/44	89,167,804	39,703,793	28,635,018	1.30x	27,333,451.80	95,672,262	0.93x	9,901,593	(6,504,458)
12/31/44	01/01/45	88,797,142	40,678,793	29,335,018	1.27x	-	70,013,811	1.27x	9,901,593	18,783,331
12/31/45	01/01/46	90,617,495	41,683,793	30,045,018	1.26x	-	71,728,811	1.26x	11,444,967	18,888,685
12/31/46	01/01/47	126,104,636	57,227,121	49,030,018	1.19x	-	106,257,139	1.19x	11,444,967	19,847,497
<b>Total</b>		<b>2,478,859,186</b>	<b>1,044,053,868</b>	<b>732,432,421</b>			<b>2,348,322,814</b>	<b>0</b>	<b>224,852,168</b>	<b>130,536,373</b>

**Scenario B - Detailed Proposal Assumptions and Sizing, 4% Expenses Inflation, Clark Revenues Pro Forma - Toll Equipment Replacement Reserve Fund (Exhibit 3-2)**



HOV Conversion to HOT Lanes (North)			New I-95 HOT Lanes (South)			
Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Bond Year Ending	Replacement Cost 4.00%	Amortized Cost 4.00%	Aggregate Total
1/1/2008	Open (8/1/08)		1/1/2008			
1/1/2009			1/1/2009			
1/1/2010		2,288,061	1/1/2010			2,288,061
1/1/2011		2,288,061	1/1/2011			2,288,061
1/1/2012		2,288,061	1/1/2012	Open(10/1/11)		2,288,061
1/1/2013		2,288,061	1/1/2013		1,183,754	3,471,815
1/1/2014		2,288,061	1/1/2014		1,183,754	3,471,815
1/1/2015		2,288,061	1/1/2015		1,183,754	3,471,815
1/1/2016	18,071,781.27	2,288,061	1/1/2016		1,183,754	3,471,815
1/1/2017		3,011,580	1/1/2017		1,183,754	4,195,333
1/1/2018		3,011,580	1/1/2018		1,183,754	4,195,333
1/1/2019		3,011,580	1/1/2019	9,349,633.96	1,183,754	4,195,333
1/1/2020		3,011,580	1/1/2020		1,558,074	4,569,653
1/1/2021		3,011,580	1/1/2021		1,558,074	4,569,653
1/1/2022		3,011,580	1/1/2022		1,558,074	4,569,653
1/1/2023	23,786,342.61	3,011,580	1/1/2023		1,558,074	4,569,653
1/1/2024		3,963,885	1/1/2024		1,558,074	5,521,959
1/1/2025		3,963,885	1/1/2025		1,558,074	5,521,959
1/1/2026		3,963,885	1/1/2026	12,306,124.85	1,558,074	5,521,959
1/1/2027		3,963,885	1/1/2027		2,050,759	6,014,644
1/1/2028		3,963,885	1/1/2028		2,050,759	6,014,644
1/1/2029		3,963,885	1/1/2029		2,050,759	6,014,644
1/1/2030	31,307,931.76	3,963,885	1/1/2030		2,050,759	6,014,644
1/1/2031		5,217,323	1/1/2031		2,050,759	7,268,083
1/1/2032		5,217,323	1/1/2032		2,050,759	7,268,083
1/1/2033		5,217,323	1/1/2033	16,197,501.36	2,050,759	7,268,083
1/1/2034		5,217,323	1/1/2034		2,698,949	7,916,273
1/1/2035		5,217,323	1/1/2035		2,698,949	7,916,273
1/1/2036		5,217,323	1/1/2036		2,698,949	7,916,273
1/1/2037	41,207,957.31	5,217,323	1/1/2037		2,698,949	7,916,273
1/1/2038		6,866,380	1/1/2038		2,698,949	9,565,329
1/1/2039		6,866,380	1/1/2039		2,698,949	9,565,329
1/1/2040		6,866,380	1/1/2040	21,317,097.27	2,698,949	9,565,329
1/1/2041		6,866,380	1/1/2041		3,552,397	10,418,776
1/1/2042		6,866,380	1/1/2042		3,552,397	10,418,776
1/1/2043		6,866,380	1/1/2043		3,552,397	10,418,776
1/1/2044	54,232,687.79	6,866,380	1/1/2044		3,552,397	10,418,776
1/1/2045		9,037,629	1/1/2045		3,552,397	12,590,026
1/1/2046		9,037,629	1/1/2046		3,552,397	12,590,026
1/1/2047		9,037,629	1/1/2047	28,057,874.96	3,552,397	12,590,026
						253,851,019

**Scenario B - Detailed Proposal Assumptions and Sizing, 4% Expenses Inflation, Clark Revenues**  
**Pro Forma - Pavement Overlay Reserve**



HOV Conversion to HOT Lanes (North)			New I-95 HOT Lanes (South)			
Bond Year	Replacement	Amortized	Bond Year	Replacement	Amortized	Aggregate
Ending	Cost	Cost	Ending	Cost	Cost	Total
4.00%	4.00%	4.00%	4.00%	4.00%	4.00%	
1/1/2008	Open (8/1/08)		1/1/2008			
1/1/2009			1/1/2009			
1/1/2010		1,791,046	1/1/2010			1,791,046
1/1/2011		1,791,046	1/1/2011			1,791,046
1/1/2012		1,791,046	1/1/2012	Open(10/1/11)		1,791,046
1/1/2013		1,791,046	1/1/2013		1,259,312	3,050,358
1/1/2014		1,791,046	1/1/2014		1,259,312	3,050,358
1/1/2015	14,146,208.43	1,791,046	1/1/2015		1,259,312	3,050,358
1/1/2016		2,266,732	1/1/2016		1,259,312	3,526,044
1/1/2017		2,266,732	1/1/2017		1,259,312	3,526,044
1/1/2018		2,266,732	1/1/2018	9,946,419.10	1,259,312	3,526,044
1/1/2019		2,266,732	1/1/2019		1,593,603	3,860,335
1/1/2020		2,266,732	1/1/2020		1,593,603	3,860,335
1/1/2021	17,903,313.72	2,266,732	1/1/2021		1,593,603	3,860,335
1/1/2022		2,868,447	1/1/2022		1,593,603	4,462,050
1/1/2023		2,868,447	1/1/2023		1,593,603	4,462,050
1/1/2024		2,868,447	1/1/2024	12,586,745.68	1,593,603	4,462,050
1/1/2025		2,868,447	1/1/2025		2,016,850	4,885,296
1/1/2026		2,868,447	1/1/2026		2,016,850	4,885,296
1/1/2027	22,655,837.68	2,868,447	1/1/2027		2,016,850	4,885,296
1/1/2028		3,630,280	1/1/2028		2,016,850	5,647,130
1/1/2029		3,630,280	1/1/2029		2,016,850	5,647,130
1/1/2030		3,630,280	1/1/2030	15,929,671.73	2,016,850	5,647,130
1/1/2031		3,630,280	1/1/2031		2,552,232	6,182,513
1/1/2032		3,630,280	1/1/2032		2,552,232	6,182,513
1/1/2033	28,673,023.69	3,630,280	1/1/2033		2,552,232	6,182,513
1/1/2034		4,593,956	1/1/2034		2,552,232	7,146,189
1/1/2035		4,593,956	1/1/2035		2,552,232	7,146,189
1/1/2036		4,593,956	1/1/2036	20,158,282.58	2,552,232	7,146,189
1/1/2037		4,593,956	1/1/2037		3,230,082	7,824,039
1/1/2038		4,593,956	1/1/2038		3,230,082	7,824,039
1/1/2039	36,284,420.89	4,593,956	1/1/2039		3,230,082	7,824,039
1/1/2040		5,814,070	1/1/2040		3,230,082	9,044,152
1/1/2041		5,814,070	1/1/2041		3,230,082	9,044,152
1/1/2042		5,814,070	1/1/2042	25,512,140.50	3,230,082	9,044,152
1/1/2043		5,814,070	1/1/2043		4,087,524	9,901,593
1/1/2044		5,814,070	1/1/2044		4,087,524	9,901,593
1/1/2045	45,921,235.61	5,814,070	1/1/2045		4,087,524	9,901,593
1/1/2046		7,357,444	1/1/2046		4,087,524	11,444,967
1/1/2047		7,357,444	1/1/2047		4,087,524	11,444,967
						224,852,168

## GENERAL QUESTIONS

**1. *How could you guarantee there would always be free HOV lanes?***

The operator of the HOV/HOT lanes will not have the authority to change the HOV status on the project. Because the HOV lanes are a part of the Interstate System, federal law governs the status of the HOV lanes. Section 1121 of the recently enacted SAFETEA-LU law provides that, “A State agency that has jurisdiction over the operation of a HOV facility shall establish the occupancy requirements of vehicles operating on the Facility.” The State Agency (VDOT) may allow High Occupancy Toll (HOT) vehicles to use the HOV facility provided it follows certain criteria including “ (C) Limiting or discontinuing the use of the facility by vehicles if the presence of the vehicles has degraded the operations of the facility.” As we have indicated in our proposal we will limit access to the facility as required by SAFETEA-LU including shutting off access to the facility by HOT vehicles as necessary.

We have considered this situation very carefully as we developed our Financial Plan for the project. As a result we have been conservative in projecting the volumes of LOV traffic required to generate the tolls to pay for the project. By taking this conservative approach, it allows the most flexibility in addressing the concern of HOV's being free. The reality of what the actual traffic volumes are will only be known once fully studied as part of an Investment Grade Traffic & Revenue Study and from operating the HOT Lanes for a period of time. With our approach, VDOT will have the ability to financially benefit from a conservative revenue projection and not be burdened with an aggressive traffic volume projection.

The 95 Express Team has consistently assumed that HOV3+ vehicles would be able to use the HOT/HOV Lanes without paying a toll. We anticipate that the bond indenture for the Toll Revenue Bonds and TIFIA Loan will include a rate covenant that would require the 63-20 Corporation to raise toll rates, as needed to maintain financial viability for the 95 Express Project, but that the contractual language of this covenant would preclude the imposition of tolls on HOV3+ vehicles. This is also consistent with the 95 Express Team's objective to implement the Project so that the I-95/I-395 HOV lane mileage is not excluded from the region's fixed guideway mileage for purpose of formula grants from the Federal Transit Administration.

**2. How often are HOT vehicles crowded out by HOV lanes? What experience does your team have with this scenario and has this been experienced on similar HOV/HOT facilities?**

Given the preliminary nature of traffic and revenue studies performed so far, it is difficult to determine at this point how often HOT traffic will be crowded out of the lanes by HOV vehicles. It would be rare that such a condition would exist, although Variable Pricing and Dynamic Pricing will need to be used to manage the low-occupant demand to ensure free flow conditions.

Members of our team have extensive experience in managing demand in HOT lanes and conditions where there is only limited capacity available. Most recently, this has included the I-394 MnPASS project in Minneapolis, where WSA has led a team, including Cofiroute, USA as the operator, in the conversion of a 10-mile HOV facility to HOT operation. Major portions of that facility involve a single HOT lane in each travel direction, with as little as 500 vehicles of available capacity in some hours to sell.

Using fully dynamic variable pricing, the WSA system, operated on a day-to-day basis by Cofiroute USA, has been able to effectively manage demand and maintain targeted maximum traffic density requirements throughout the first several months of operation. There have been minimal, if any, negative impacts on travel speeds in the HOT lanes, even though only limited amounts of capacity is available for LOV traffic. On this facility, there have been two occasions where LOV's were prohibited from entering the lanes. This condition lasted for less than 20 minutes and was open again for LOV use after the levels had returned to typical levels.

**3. How can your proposal be looked as a whole mobility system?**

The 95 Express proposal offers a complete mobility system for the I-95/I-395 corridor. The proposal provides a multi-modal approach to addressing traffic congestion in the corridor.

The multi-modal system includes:

1. Investment in transit. The 95 Express proposal provides a \$30 million upfront investment in the Virginia Railway Express to purchase additional rail cars to address capacity constraints on the Fredericksburg line.



2. Investment in park-and-ride capacity. The proposal provides a \$30 million upfront investment in the corridor's park-and-ride lots which serve as a staging area for commuters utilizing bus service or "slugging". Over 2,000 new spaces will be provided.
3. Additional investment in transit in the corridor. The conservative plan of finance proposed by the 95 Express Team will provide over \$500 million in excess revenues over the 40 year term of the project, to be used to improve transportation in the corridor. Additionally, revenue generated after the 40 year period would be substantial and fully available for transportation improvements
4. Increased road capacity in the corridor. The 95 Express proposal provides additional lanes in the 95 corridor inside the existing right-of-way and also includes new HOV/HOT lanes by extending the existing HOV lanes 23 miles farther south beyond the current terminus.

The 95 Express Team recognizes that the I-95/I-395 corridor connects to other important commuting corridors that provide mobility in the region. Our plan includes funding and construction of Phase VIII of the Springfield Interchange to allow a seamless connection to the Capital Beltway. Our Team also provides funding for a connection on the D.C. side of the 14<sup>th</sup> Street Bridge to address the impact of additional traffic utilizing the HOV/HOT lanes to access the District of Columbia.

In addition to the physical improvements and funding provided by the 95 Express Team in the corridor, we are also making a significant investment in technology that will enhance mobility in the corridor. The electronic toll collection and monitoring systems provided as part of our proposal, and operated by team member Cofiroute USA, will provide users in the corridor with a safe, reliable, and faster commute. In addition to toll collection and monitoring technology, 95 Express team member Trichord, Inc. will provide real-time travel information in the corridor which will also enhance mobility. Trichord is currently under contract to VDOT to provide travel information in selected corridors in Northern Virginia and with the addition of I-95/I-395, this 95 Express Team member will be in the unique position of providing real-time travel information on I-95/I-395, I-495 and I-66.